

P96000015569

OFFICE USE ONLY (Doc #)

Corporation Information Services, Inc.

Account No.: 072100000032

(Requestor's Name)

1201 Hays Street

(Address)

Tallahassee, FL 32301 222-9171

(City, State, Zip) (Phone #)

Reference : 770500113

Authorization: Patricia Pyzdek

Cost Limit : \$ 22.50

OFFICE USE ONLY

CIS Contact: Donna Kendrick

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Tec Acquisition Corporation
 (Corporation Name) (Document #)

2. _____
 (Corporation Name) (Document #)

3. _____ 500001718415
 (Corporation Name) (Document #)

4. _____
 (Corporation Name) (Document #)

- Walk in Pick up time Certified Copy (1)
 Mail out Will wait Photocopy (1) Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 96 FEB 19 AM 10:25
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 RECEIVED
 96 FEB 19 PM 3:09
 DIVISION OF CORPORATIONS
 K
 CSC

Examiner's Initials

ARTICLES OF INCORPORATION
OF
JER ACQUISITION CORPORATION

FILED
96 FEB 19 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is JER ACQUISITION CORPORATION (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o Gabriel Buigas, 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

ARTICLE III

The capital stock that this Corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.


ARTICLE VII

The name of the Incorporator is Gabriel Buigas and the address of the Incorporator is 1221 Brickell Avenue, Suite 2100, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

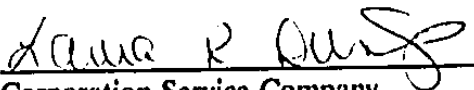
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 19th day of February, 1996.



Gabriel Buigas, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of JER ACQUISITION CORPORATION, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.



Corporation Service Company,
Registered Agent
Laura R. Dunlap, Its Agent
Dated: February 19, 1996

P 96000015569

15 MAY STREET
TALLAHASSEE, FL 32303
800-342-8086



ACCOUNT NO. : 072100000032
REFERENCE : 079012 4303929
AUTHORIZATION : Patricia Pzyato
COST LIMIT : \$ 07.50

ORDER DATE : March 13, 1996
ORDER TIME : 10:30 AM
ORDER NO. : 079012
CUSTOMER NO: 4303929

400001741944

CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

FILED
06 MAR 13 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: JER ACQUISITION CORPORATION

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

NAME
Change

RECEIVED
06 MAR 13 AM 11:13
OFFICE OF CORPORATION

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS:

DK
3/13/96

1201 HAYS STREET
TALLAHASSEE, FL 32304
904-222-9171
004-222-0193 FAX

000-342-0086



*Resub
3/18*

RECEIVED
MAR 13 AM 10:35
OFFICE OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 879812 4303929
AUTHORIZATION : *Patricia Pizats*
COST LIMIT : \$ 87.50

ORDER DATE : March 13, 1996
ORDER TIME : 10:30 AM
ORDER NO. : 879812
CUSTOMER NO: 4303929
CUSTOMER: Ms. Sheryl C. Vainstein
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

NAME: JER ACQUISITION CORPORATION

*Laboratorios Roldan (U.S.A.) Inc.
translated into Laboratory Roldan U.S.A., Inc*

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

*(Roldan is a
person's last
name)*

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Donna Kendrick

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

96 MAR 14 PM 12:12
DIVISION OF CORPORATIONS

March 14, 1996

CSC NETWORKS
DONNA KENDRICK

SUBJECT: JER ACQUISITION CORPORATION
Ref. Number: P96000015569

We have received your document for JER ACQUISITION CORPORATION and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

Please provide an English translation for the entity's name in your cover letter.

THE DATE OF INCORPORATION IS 02/19/1996. PLEASE CORRECT YOUR DOCUMENT ACCORDINGLY.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 796A00011388

Laboratorios Roldan (u.s.A.), INC.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
JER ACQUISITION CORPORATION**

FILED
MAR 13 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **JER ACQUISITION CORPORATION** (the "Corporation"), Charter #P96000015569, filed on February 19, 1996.

2. The following Amendment to the Articles of Incorporation was adopted by the sole Incorporator of the Corporation on March 11, 1996 in the manner prescribed by Section 607.1005 of the Act (shareholder action was not required):

RESOLVED, that Article I of the Corporation's Articles of Incorporation shall be amended in its entirety to read as follows:

ARTICLE I

The name of the Corporation is **LABORATORIOS ROLDAN (U.S.A.), INC.** (hereinafter called the "Corporation").

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned being the sole Incorporator of the Corporation, has executed these Articles of Amendment to Articles of Incorporation of JER ACQUISITION CORPORATION this 11 day of March, 1996.

JER ACQUISITION CORPORATION,
a Florida corporation

BY: 

Gabriel Buigas, Incorporator